

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PREMERA**

Articles of Amendment of the Articles of Incorporation of PREMERA (the “Corporation”), a Washington nonprofit miscellaneous corporation, are hereby executed in duplicate by the Corporation, as follows:

1. Article IV, Section 1(B) shall be amended to read as follows:

B. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the purposes set out in paragraph A of Section 1 of this Article IV or the purposes of the Corporation’s sole voting member, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trust, institutions, foundations or governmental bureaus, departments, or agencies.

2. Article V, Section 2 shall be amended to read as follows:

Section 2. Non-inurement. No part of the net income or of the surplus funds or of any distribution on dissolution of the Corporation shall inure to the benefit of, or be distributable to, directors, officers, or other natural persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered, and the income and surplus fund and distributions on dissolution of the Corporation shall inure to the benefit of, and be distributable to the voting member; provided however, the Corporation may make distributions to other nonprofit corporations or nonprofit entities in furtherance of its purposes, as stated in Article IV.

3. Article VI shall be amended to read as follows:

Article VI: Distribution of Surplus Funds

Subject to Article V, the Corporation may distribute to the voting member surplus funds upon the adoption of a resolution of the Board of Directors declaring that a surplus exists and stating the amount of such surplus. The Corporation may also distribute surplus funds to any nonprofit corporation or other nonprofit entity upon the adoption of a resolution of the Board of Directors declaring that a surplus exists, stating the amount of such surplus and naming each nonprofit corporation or other nonprofit entity to which it is to be distributed and the total amount to be distributed to each such corporation or entity.

4. Article VII shall be deleted in its entirety and shall be replaced with the following:

Article VII: Members

The sole voting member of the Corporation shall be [Foundation Shareholder], a Washington nonprofit corporation. Whenever the terms “sole voting member,” “voting member,” “voting membership” or “Foundation” appear in these Articles of Incorporation, they shall be deemed to refer to [Foundation Shareholder].

5. Article XII shall be amended to read as follows:

Article XII: Dissolution

Section 1. Recipient of Distribution of Assets and Permissible Purposes. Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation (the “Liquidation Proceeds”), shall be distributed in the manner and solely for the purposes set out below:

A. If the Foundation fulfills the conditions set forth in Section 2 of this Article XII, the Liquidation Proceeds shall be distributed to the Foundation, subject to the limitations set forth in this Article XII, to be used exclusively to promote the health of the residents of the states of Washington and Alaska.

B. If the voting member does not fulfill the conditions set forth in Section 2 of this Article XII, the Liquidation Proceeds shall be distributed, subject to the limitations set forth in this Article XII, to one or more nonprofit corporations or other nonprofit entities upon the adoption of a resolution of the Board of Directors stating the amount of each distribution and identifying each nonprofit corporation or other nonprofit entity, to be used exclusively to promote the health of the residents of the states of Washington and Alaska.

C. Any distribution of the Liquidation Proceeds shall be subject to the limitations of applicable law, including tax law and contractual obligations associated with the Foundation’s receipt of such proceeds.

Section 2. Conditions for Distribution. The Liquidation Proceeds shall be distributed to the Foundation only if the Foundation (a) is recognized as exempt under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended; (b) has not amended its Articles of Incorporation; and (c) has not amended its Bylaws.

6. The foregoing amendments were approved by unanimous written consent of all members of the Corporation entitled to vote with respect to thereto. Such consent was executed on or about _____, 200[].

DATED this ____ day of _____, 200__.

PREMERA

By _____
Its _____